



First Union Rail Corporation
NC5811
Commercial Leasing Group
One O'Hare Centre
6250 River Road, Suite 5000
Rosemont, IL 60018
Tel 847 318-7575
847 318-7588

VIA UPS 2nd DAY AIR

January 24, 2003

RECORDATION NO. 21742-E FILED

JAN 29 '03 1-15 PM

SURFACE TRANSPORTATION BOARD

RECEIVED
JAN 29 2003
MAIL
MANAGEMENT
STB

Mr. Vernon E. Williams
Surface Transportation Board
1925 K Street, N.W., Room 704
Washington, DC 20423-0001
Attn: Recordation of Railroad Equipment

Re: Memorandum of Lease Agreement

Dear Mr. Williams:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are three (3) originals and one (1) copy of a Memorandum of Lease Agreement, dated January 6, 2003, a secondary document as defined in the Board's Rules for the Recordation of Documents. The enclosed document relates to the Lease Agreement which was duly filed with the Commission under Recordation Number 21742.

The names and addresses of the parties to the enclosed document are:

Lessor: First Union Rail Corporation
One O'Hare Center
6250 River Road, Suite 5000
Rosemont, IL 60018

Lessee: Archer Daniels Midland Company
4666 Faries Parkway
Decatur, IL 62525

A description of the railroad equipment covered by the enclosed document is sixty-one (61) 5150 cubic foot capacity covered hopper cars, with FURX and NDYX marks (See Exhibit A for numbers).

A short summary of the document to appear in the index follows: Memorandum of Lease

Also enclosed is a check in the amount of \$30.00 payable to the order of the Surface Transportation Board covering the required recordation fee. Kindly return one (1) stamped original of the enclosed document to the undersigned along with the additional copies.

If you have any questions or concerns regarding the above-referenced matter, please feel free to contact me at (847) 384-5342. Thank you for your cooperation in this matter.

Very truly yours,

Amy Carone
Manager of Documentation

Enclosures

(ADM030)

JAN 29 '03 1-15 PM

ASSGN. NO.: ADM030

SURFACE TRANSPORTATION BOARD

MEMORANDUM OF LEASE

THIS MEMORANDUM OF LEASE (the "Memorandum") is made and entered into as of this the 6th day of January, 2003, by and between First Union Rail Corporation ("Lessor"), a North Carolina corporation, and Archer Daniels Midland Company ("Lessee"), a Delaware corporation.

W I T N E S S E T H:

The undersigned Lessor and Lessee have entered into that certain Lease Agreement (the "Lease"), dated as of August 25, 1997, whereby Lessor has agreed to lease to Lessee certain railcars pursuant to Rider No. 37 to the Lease (the "Rider"), as described in more particular on Exhibit A attached hereto, effective as of January 3, 2003 and subject to the terms, conditions and provisions of the above-mentioned Lease and Rider.

IN WITNESS WHEREOF, the parties hereto have each caused this Memorandum to be duly executed under seal by their respective officers duly authorized as of the date and year first above written.

LESSOR:

FIRST UNION RAIL CORPORATION

ATTEST:

By: Richard F. SeymourName: RICHARD F. SEYMOUR
Vice President Sales & Marketing

Title: _____

By: K.A. DambrowskiName: K.A. DambrowskiTitle: DIRECTOR OF DOCUMENTATION Executed on this 6th day of January, 2003.

[CORPORATE SEAL]

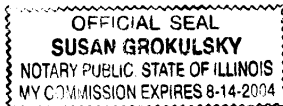
STATE OF ILLINOISCOUNTY OF COOK

I, SUSAN GROKULSKY, a Notary Public of the County and State aforesaid, certify that RICHARD F. SEYMOUR personally appeared before me this day and acknowledged his due execution of the foregoing Memorandum of Lease.

WITNESS my hand and official stamp or seal, this 6th day of January, 2003.

Susan Grokulsky
Notary Public

My Commission Expires:

8-14-2004
(Notary Public)

LESSEE:

ARCHER DANIELS MIDLAND COMPANY

By: _____

Name: Craig Huss

Title: _____ President
ADM Transportation Division

ATTEST:

By: Patty Kelley

Name: Patty Kelley

Title: Secretary

Executed on this 31st day of December, 2002.

[CORPORATE SEAL]

STATE OF Illinois

COUNTY OF Macon

certify that Rebecca Ann Vaigh, a Notary Public of the County and State aforesaid,
Craig Huss personally appeared before me this day and acknowledged his
due execution of the foregoing Memorandum of Lease.

WITNESS my hand and official stamp or seal, this 31 day of December, 2002.

Rebecca Ann Vaigh
Notary Public

Commission Expires:

5/8/05
(Notary Public)

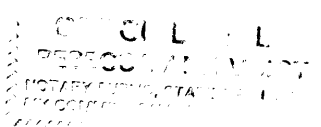


EXHIBIT A
to
MEMORANDUM OF LEASE

NUMBER OF CARS: Sixty-one (61)

DESCRIPTION OF CARS: 5150 cubic foot capacity, covered hopper Cars with gravity gates
and trough hatches.

CAR NUMBERS: See below:

FURX 840802	FURX 842814
FURX 840813	FURX 842828
FURX 840814	FURX 842847
FURX 840817	FURX 842859
FURX 840828	FURX 842877
FURX 840829	FURX 842882
FURX 840836	FURX 842888
FURX 840837	FURX 842895
FURX 840841	FURX 842902
FURX 840842	FURX 842927
FURX 840843	FURX 842929
FURX 840851	FURX 842935
FURX 840853	FURX 842937
FURX 840856	FURX 842940
FURX 840858	FURX 842945
FURX 840859	FURX 842951
FURX 840863	FURX 842952
FURX 840866	FURX 842962
FURX 840868	FURX 842963
FURX 840873	FURX 842964
FURX 840874	FURX 842970
FURX 840876	FURX 842971
FURX 840882	NDYX 516264
FURX 840886	NDYX 516266
FURX 840887	NDYX 516273
FURX 840888	NDYX 516282
FURX 840889	NDYX 516289
FURX 840890	Count: 61
FURX 840891	
FURX 840895	
FURX 840896	
FURX 842804	
FURX 842810	
FURX 842811	